# AS MERKO EHITUS GROUP

Consolidated interim report 9M 2002

#### **COMMENTARY TO 9M 2002 FINANCIAL RESULTS**

Merko Ehitus group 9M 2002 consolidated and unaudited net sales amounted to 1140,6 million EEK (72,9 million EUR), and net profit was 74,3 million EEK (4,8 million EUR).

The respective figures year ago were net sales of 894,9 million EEK (57,2 million EUR) and net profit of 55,9 million EEK (3,6 million EUR).

Merko Ehitus group deals in the field of construction and with activities concerned to that, in Estonia, Latvia and Lithuania. Companies of the group 9M 2002 net sales and consolidated net sales (sales outside the group) were (in thousand EEK):

	Net sales	including consolidated net sales
Estonian companies		
Construction		
AS Merko Ehitus	717 217	709 244
AS Gustaf (100% partnership)	83 016	79 432
AS Merko Tartu (66% partnership)	68 199	58 927
Tallinna Teede AS (100% partnership)	90 796	86 324
Production of structures for small houses	5	
OÜ Matek (71,6% partnership)	25 289	24 746
Construction		
AS Normanni Linnagrupp (50% partnership)	2 095	-
Production of concrete		
AS Tartu Maja Betoontooted (25% partnership	p) 91 315	-
Telecommunication		
AS Telegrupp (45% partnership)	29 546	-
Latvian companies		
Construction		
SIA Merks (100% partnership)	63 736	63 736
Lithuanian companies		
Construction		
UAB Merko Statyba (100% partnership)	118 162	118 162

Companies of the group 9M 2002 net sales and consolidated net sales (sales outside the group) were (in thousand EUR):

	Net sales	including consolidated net sales
Estonian companies		
Construction		
AS Merko Ehitus	45 838	45 329
AS Gustaf (100% partnership)	5 306	5 077
AS Merko Tartu (66% partnership)	4 359	3 766
Tallinna Teede AS (100% partnership)	5 803	5 517
Production of structures for small houses		
OÜ Matek (71,6% partnership)	1 616	1 582
Construction		
AS Normanni Linnagrupp (50% partnership)	134	-
Production of concrete		
AS Tartu Maja Betoontooted (25% partnership)	5 836	_
Telecommunication		
AS Telegrupp (45% partnership)	1 888	_
Latvian companies		
Construction		
SIA Merks (100% partnership)	4 074	4 074
Lithuanian companies		
Construction		
UAB Merko Statyba (100% partnership)	7 552	7 552

Merko Ehitus group 9M 2002 consolidated data illustrating financial ratios were:

	9M 2002	9M 2001
Net profit margin	6,5 %	6,2 %
Operating profit margin	6,3 %	6,0 %
Return on equity (per year)	38,6 %	40,4 %
Return on assets (per year)	16,5 %	15,7 %
Current ratio	1,5	1,6
Invoice turnover (per year)	5,2	7,3
Equity-to-assets ratio	39,9 %	43,5 %

Year 2002 9M consolidated and unaudited income statement and balance sheet are compiled in accordance with the principles of the International Accounting Standards (IAS), and correspond with the Estonian legal acts regulating the accounting principles used.

## **CONSOLIDATED INCOME STATEMENT**

unaudited

		EEK		EUR	
	Note	2002 9 months	2001 9 months	2002 9 months	2001 9 months
		9 inditiis	9 months	9 months	9 months
Sales	1	1 140 571	894 868	72 896	57 192
Cost of sales		1 021 130	811 520	65 262	51 865
Gross profit		119 441	83 348	7 634	5 327
Marketing expenses Administrative expenses Other operating income Other operating expenses		9 517 35 208 5 252 8 117	9 353 26 879 7 786 1 489	608 2 250 336 519	598 1 718 498 95
Operating profit		71 851	53 413	4 592	3 414
Financial income from stocks of associated companies incl. Equity method gains Income from other non-current financial investment Foreign exchange gain Other interest and similar income Total financial income Financial expenses related to associated companies incl. Equity method gains Interest expense Foreign exchange loss Other financial expenses Total financial expenses		2 124 2 124 10 1 181 4 502 7 817 591 591 444 3 615 78 4 728	1 399 1 399 1 399 3 030 5 759 10 188 1 138 1 138 76 5 407 17 6 638	136 136 1 75 288 500 38 38 28 231 5	89 89 - 194 368 651 73 73 5 346 1 424
Profit (- loss) from normal operations		74 940	56 963	4 790	3 641
Net profit (- loss) for the financial year	-	74 940	56 963	4 790	3 641
Minority interest		620	1 090	40	70
Net profit (- loss) for the group	<u>-</u>	74 320	55 873	4 750	3 571
Net profit (- loss) per share ( basic and diluted, in EEK and EUR)	2	8,40	6,31	0,54	0,40

# **CONSOLIDATED BALANCE SHEET**

unaudited

unaudited	EEK		EUR	
	30.09.02	31.12.01	30.09.02	31.12.01
ASSETS	30.03.02	51112101	50105102	52:12:01
Cash and cash equivalents	51 552	60 814	3 295	3 887
Marketable securities	20 965	18 516	1 340	1 183
Accounts receivable Allowance for doubtful receivables Total accounts receivable	290 393 -38 290 355	186 861 -53 186 808	18 559 -2 18 557	11 943 -3 11 939
Total accounts receivable	290 333	100 000	10 337	11 939
Receivables from parent companies	2	1 735	0	111
Receivables from associated companies Other short-term receivables	6 118 25 864	6 941 43 112	391 1 653	444 2 755
Total other receivables	31 984	51 788	2 044	3 310
Tobacca base of cold-	FOC	720	22	47
Interest receivable Other accrued income	506 481	739 254	32 31	47 16
Total accrued income	987	993	63	63
Dropaid tayor	5 491	6 850	351	438
Prepaid taxes Other prepaid expenses	3 722	1 534	238	98
Total prepaid expenses	9 213	8 384	589	536
Raw materials	2 974	4 041	190	258
Work-in-progress	18 925	9 092	1 210	581
Finished goods	1 571	855	100	55
Merchandise purchased for resale	45 579 37 758	32 667 567	2 913 2 413	2 088
Prepayments to suppliers Construction-in-progress	6 718	5 821	429	36 372
Due from customers	56 815	35 281	3 631	2 255
Total inventories	170 340	88 324	10 887	5 645
Total current assets	575 396	415 627	36 774	26 563
Shares in associated companies	21 175	12 489	1 353	798
Long-term receivables from associated companies	929	100	59 705	6
Other shares, holdings and debt securities Miscellaneous long-term receivables	12 281 11 913	1 800 7 588	785 761	115 485
Long-term accounts receivable	59	0	4	0
Total long-term financial assets	46 357	21 977	2 963	1 405
Land	1 998	797	128	51
Buildings Accumulated real estate investments depreciation	13 544 -4 876	26 934 -6 755	866 -312	1 721 -432
Accumulated real-estate investments depreciation Prepayments for real-estate investments	11 655	10 655	745	681
Total real-estate investments	22 321	31 631	1 427	2 022
Land and buildings	7 953	15 289	508	977
Ground lease	6 718	458	429	29
Plant and equipment	65 943	64 064	4 215	4 094
Other equipment and fixtures Accumulated depreciation	18 293 -48 813	16 105 -46 914	1 169 -3 120	1 029 -2 998
Selfconstructed physical assets under construction	161	173	10	11
Prepayments for non-current physical assets	187	0	12	0
Total non-current physical assets	50 442	49 175	3 224	3 143
Purchased concessions, patents, licenses, etc.	139	97	9	6
Goodwill  Total intangible assets	-5 757 -5 618	-6 773 -6 676	-368 -359	-433 -427
Total non-current assets	113 502	96 107	7 254	6 142
TOTAL ASSETS	688 898	511 734	44 028	32 706

		EEK		EUR	
LIABILITIES AND OWI	NERS`EQUITY	30.09.02	31.12.01	30.09.02	31.12.01
Debentures (except bank	( loans)	15 266	4 533	976	290
Short-term loans from fin	nancial institutions Total debt obligations	13 15 279	8 4 541	1 977	1 290
Customer prepayments	rotal dest estigations	23 705	9 865	1 515	630
Accounts payable to supp	pliers	156 341	122 504	9 992	7 829
Payables to associated co	ompanies	851	1 493	54	95
Tax liabilities		12 780	11 842	817	757
Payables to employees		13 452	10 165	860	650
Dividends payable Interest payable		795 2	10	51 0	1
Other accrued expenses		786	941	50	60
·	Total accrued expenses	15 035	11 116	961	710
Provisions for construction	on warranty liability	3 692	3 737	236	239
Due to customers		164 844	94 572	10 535	6 044
Other current provisions		158	155	10	10
	Total current provisions	168 694	98 464	10 781	6 293
Total current liabilities	5	392 685	259 825	25 097	16 606
Non-convertible debt		7 321	204	468	13
Accounts payable to supp	pliers	9 551	7 478	610	478
Total non-current liab	ilities	16 872	7 682	1 078	491
TOTAL LIABILITIES		409 557	267 507	26 175	17 097
Minority interests		4 676	5 829	299	373
OWNERS' EQUITY					
Share capital		88 500	88 500	5 656	5 656
Share premium		2 950	2 950	189	189
Mandatory legal reserve		8 850	8 205	566	524
Retained earnings		99 540	49 213	6 362	3 145
Net profit (- loss) for the financial year Exchange rate differences		74 320 505	88 312 1 218	4 750 32	5 644 78
Exchange rate unference	.J	505	1 210	32	70
TOTAL OWNERS' EQUI	TY	274 665	238 398	17 554	15 236
TOTAL LIABILITIES A	ND OWNERS' EQUITY	688 898	511 734	44 028	32 706

# STATEMENT OF CHANGES IN EQUITY

unaudited, in thousand EEK

EEK	Share capital	Share premium	Reserve	Reserve for exchange rate differences	Retained earnings	Total
Closing balance 31.12.00	88 500	2 950	4 875	541	66 601	163 467
Exchange rate differences	-	-	-	327	-	327
Change in reserve capital	-	-	3 330	-	-3 330	-
Dividends	-	-	-	-	-13 275	-13 275
Dividend income tax Net profit (-loss) for the	-	-	-	-	-783	-783
financial year	-	-	-	-	55 873	55 873
Closing balance 30.09.01	88 500	2 950	8 205	868	105 086	205 609
Closing balance 31.12.01	88 500	2 950	8 205	1 218	137 525	238 398
Exchange rate differences	-	-	-	-713	-	-713
Change in reserve capital	-	-	645	-	-645	-
Dividends	-	-	-	-	-35 400	-35 400
Dividend income tax Net profit (-loss) for the	-	-	-	-	-1 940	-1 940
financial year	_	-	_	-	74 320	74 320
Closing balance 30.09.02	88 500	2 950	8 850	505	173 860	274 665

EUR	Share capital	Share premium	Reserve	Reserve for exchange rate differences	Retained earnings	Total
Closing balance 31.12.00	5 656	189	311	35	4 256	10 447
Exchange rate differences	-	-	-	21	-	21
Change in reserve capital	-	-	213	-	-213	-
Dividends	_	_	_	-	-848	-848
Dividend income tax Net profit (-loss) for the	-	-	-	-	-50	-50
financial year	-	-	-	-	3 571	3 571
Closing balance 30.09.01	5 656	189	524	56	6 716	13 141
Closing balance 31.12.01	5 656	189	524	78	8 789	15 236
Exchange rate differences	-	-	-	-46	-	-46
Change in reserve capital	-	-	41	-	-41	-
Dividends	-	-	-	-	-2 262	-2 262
Dividend income tax Net profit (-loss) for the	-	-	-	-	-124	-124
financial year	-	-	-	-	4 750	4 750
Closing balance 30.09.02	5 656	189	566	32	11 112	17 554

The share capital of AS Merko Ehitus consists of 8 850 000 common shares which have a par value of EEK 10.

## **CASH FLOW STATEMENT**

consolidated, unaudited

consolidated, unaddited	E	EK	E	UR
	2002 9 months	2001 9 months	2002 9 months	2001 9 months
Operating activities				
Profit from normal operations	74 940	56 963	4 790	3 641
Depreciation	8 442	6 518	540	417
Other adjustments *	48 117	18 612	3 075	1 190
Operating profit before working capital changes	131 499	82 093	8 404	5 247
Moulting conital abangag				
Working capital changes Marketable securities	-2 510	34 701	-160	2 218
Receivables	-74 732	1 560	-4 776	100
Accrued income	-226	3	-14	0
Prepaid expenses	257	-2 882	16	-184
Inventories	-53 979	-40 866	-3 450	-2 612
Customer prepayments Accounts payable to suppliers	13 904 38 559	-12 833 -35 735	889 2 464	-820 -2 284
Other liabilities	-1 768	187	-113	12
Tax liabilities	1 038	-4 043	66	-258
Accrued liabilities	1 975	1 086	126	69
Cash generated from operations	54 017	23 271	3 452	1 487
Interests				
Interests received	2 594	4 110	166	263
Interests paid	-2 012	-59	-129	-4
Dividends		_		
Dividends received	1 635	8	104	1
Company income tax				
Income tax paid for the previous financial year	-	-803	-	-51
Pre-paid income tax	-1 361	-335	-87	-21
Net cash from operating activities	54 873	26 192	3 507	1 674
Investing activities				
Acquisition of associates	-6 434	-893	-411	-57
Acquisition of other long-term financial	10.020		602	
investments Long-term loans made	-10 838 -21 481	-4 528	-693 -1 373	-289
Long-term loan payment received	5 126	2 948	328	188
Acquisition of real-estate investments	-6 035	-	-386	-
Sale of real-estate investments	11 618	-	743	-
Purchase of property, plant and equipment	-10 619	-5 001	-679	-320
Sale of property, plant and equipment	2 029	8 751	130	559
Net cash used in investing activities	-36 634	1 277	-2 341	82
Financing activities				
Proceeds from borrowings	23 310	693	1 490	44
Repayments of borrowings	-7 276	-6 936	-465	-443
Repayments of finance lease liabilities Dividends paid	-5 612 -36 200	- -13 824	-359 -2 314	- -884
Net cash used in financing activities	-25 778	-20 067	-1 648	-1 283
Total cash flow	-7 539	7 402	-482	473
Net increase/decrease in cash and cash				
equivalents	-7 539	7 402	-482	473
Cash and cash equivalent at the beginning of			_	_
the period	60 814	42 294	3 887	2 703
Effects of exchange rate differences  Cash and cash equivalent at the end of the	-1 723	30	-110	2
period	51 552	49 726	3 295	3 178
portou	31 332	73 / 20	5 2 5 5	3 1/0

# \* Other adjustments

Adjustments of revenues from construction contracts				
according to the percentage of completion method	47 618	23 020	3 043	1 471
Warranty reserve changes	964	770	62	49
Vacation reserve changes	1 274	430	81	27
Profit or loss from disposals of real-estate				
investments	1 677	-	107	-
Profit or loss from disposals or liquidation of property,				
plant and equipment	-184	-411	-12	-26
Profit or loss from long-term investments	-1 543	-260	-99	-17
Value adjustments of marketable securities	39	-39	2	-2
Foreign exchange profit or loss	2 487	66	159	4
Interest income	-2 362	-4 260	-151	-272
Interest expense	265	88	17	6
Dividends received	-	-8	-	-1
Dividend income tax	-2 118	-784	-135	-50
Total other adjustments	48 117	18 612	3 075	1 190

#### **NOTES**

Note 1 Segment information

#### **Business segments**

9М 2002	Construction	of structures for small	Production of concrete	Others	Group
Sales	1 115 282	<b>houses</b> 25 289	-	-	1 140 571
Operating profit of the business segment Financial items	71 955	-104	-		71 851 3 089
incl. profit from associate companies Profit (- loss) for the group from normal operations Minority interest Net profit (- loss) for the financial year	-543	-	2 123	-48	1 532 74 940 620 74 320
Segment assets Associate companies Unallocated assets Consolidated total assets	623 634 6 119	12 801 -	- 5 951	9 105	636 435 21 175 31 288 688 898
Segment liabilities Unallocated liabilities Consolidated total liabilities	389 334	7 431	-	-	396 765 12 792 409 557
Acquisition of real-estate investments Acquisition of property, plant and equipment and intangible assets	6 263 10 398	- 221	-	-	6 263 10 619
Depreciation	7 943	499	-	-	8 442

Unallocated are those expenses, assets and liabilities, which can not or should not be linked to a concrete business segment.

## **Geographical segments**

	Sale	Total assets	Acquisition of real-estate investments	Acquisition of tangible fixed assets
Estonia	932 529	550 952	6 263	8 293
Latvia	72 077	43 814	-	1 100
Lithuania	118 162	94 132	-	1 226
Germany	9 797	-	-	-
Austria	1 013	-	-	-
Norway	6 543	-	-	-
Denmark	282			
Others	168	-	-	-
Total	1 140 571	688 898	6 263	10 619

Sales revenue is based on the country in which the customer is located; the assets are reported basing on the geographic location of the assets.

## Note 2

Earnings (loss) per share

Basic earnings per share are the consolidated net income of the shareholder, divided by the average weighted number of ordinary shares, excluding own shares.

	9M 2002
Net profit (loss) attributable to shareholders Weighted average number of ordinary shares (thousands)	74 320 8 850
Basic net earnings (loss) per share (in EEK)	8,40

There have been no potential ordinary shares, wherefore the diluted net earnings per share equals the basic net earnings per share.